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Attorney for
GGW GLOBAL BRANDS, INC.

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re
GGW BRANDS, LLC *et al.*
Debtors.

WYNN LAS VEGAS LLC dba WYNN LAW
VEGAS, a Nevada limited liability company

Plaintiff, Counterclaim
Defendant

v.

GGW DIRECT, LLC, a Delaware limited
liability company; GGW BRANDS, LLC, a
Delaware limited liability company; GGW
EVENTS, LLC, a Delaware limited liability
company; MANTRA FILMS, INC., a
suspended Oklahoma corporation; BLUE
HORSE TRADING, LLC, a California limited
liability company; PEPE BUS, LLC, an
inactive Montana limited liability company;
SANDS MEDIA, INC., a revoked Nevada
domestic corporation; JOSEPH R. FRANCIS,
an individual; DAVID R. HOUSTON, an
individual; and DAVID R. HOUSTON, LTD.,
a Nevada professional corporation, doing
business as THE LAW OFFICE OF DAVID
R. HOUSTON,

Defendants

Caption continued

Adv Proc.: 13-01050-MKN

Chapter 11

DECLARATION OF JOSEPH FRANCIS IN
SUPPORT OF GGW GLOBAL BRANDS,
INC. SUPPLEMENTAL OPPOSITION TO
MOTION FOR ORDER APPROVING
STIPULATION REGARDING
RESOLUTION OF REMOVED ACTION

Hearing:

Date: August 28, 2013
Time: 9:30 a.m.
Place: Courtroom 2
US Bankruptcy Court
District of Nevada
Foley Federal Building
300 Las Vegas Boulevard South
Las Vegas, NV 89101

1 GGW GLOBAL BRANDS, INC., as successor
2 in interest of certain assets of PEPE BUS, LLC

3 Counterclaimant and
4 Crossclaimant

5 v.

6 WYNN LAS VEGAS LLC d/b/a WYNN LAS
7 VEGAS

8 Counterclaim Defendant

9 *-and-*

10 GGW DIRECT, LLC; GGW BRANDS, LLC;
11 and GGW EVENTS, LLC

12 Crossclaim Defendants

13 I, Joseph R. Francis, declare as follows:

14 1. I was Manager and Member of PEPE BUS, LLC from the date of its
15 formation in 2005 until the date of its dissolution on March 5, 2012, at which time
16 Robert Klueger became sole Manager and Member for the purposes of winding up the
17 entity. PEPE BUS, LLC was a limited liability company formed under the laws of the
18 State of Montana. I have personal knowledge of the facts stated herein, and if called as
19 a witness I could, and would, so competently testify hereto.

20 2. Attached as Exhibit B to the Supplemental Opposition of GGW GLOBAL
21 BRANDS, INC. is a true and correct copy of the Articles of Termination filed by PEPE
22 BUS, LLC with the Montana Secretary of State on March 12, 2012.

23 3. When I was Manager of PEPE BUS, LLC, I asked the Chief Financial
24 Officer, Kevin Westburg, to pull from the accounting business records of PEPE BUS,
25 LLC a list of the historical transfers of funds of PEPE BUS, LLC to Boulevard
26 Management. Mr. Westburg, who also served as Chief Financial Officer for GGW
27 Direct, LLC compiled a report of all transfers made to Boulevard Management from
28 PEPE BUS, LLC bank accounts and GGW DIRECT bank accounts. Attached hereto as
Exhibit A is a true and correct copy of that report.


1 4. The report shows \$1,750,000 of PEPE BUS, LLC funds were transferred to
2 Boulevard Management (which funds were subsequently transferred into a client trust
3 account held by David Houston.).

4 5. The bank statements and accounting records of Pepe Bus, LLC that support
5 the report were kept at offices that the Chapter 11 Trustee currently controls and will
6 not allow me access to. I am in the process of obtaining duplicate bank statements
7 from Chase.

8 6. Attached hereto as Exhibit B is a true and correct copy of an Assignment
9 executed by me, as Manager of PEPE BUS, LLC, on June 12, 2011 assigning to GGW
10 Brands, Inc. (now known as GGW Global Brands, Inc.) all right, title and interest of
11 PEPE BUS, LLC in and to the funds on deposit with Boulevard Management (which
12 funds were subsequently transferred to the trust account of David Houston).

13 DATED: August 22, 2013

14 By:

15 
16 Joseph Francis.

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EXHIBIT A

DECLARATION OF JOSEPH FRANCIS

Type	Date	Num	Name	Memo	Class	Ctr	Split	Debit	Credit	Balance
Transfer	01/27/2010	Wire		per bank statement			10300 - Chase - PePe Bus, LLC	100,000.00		100,000.00
Transfer	01/29/2010	wire		blue horse expenses per bank statement			10300 Chase - PePe Bus, LLC	100,000.00		200,000.00
Transfer	01/29/2010	withdrawal		per bank statement			10300 Chase - PePe Bus, LLC	450,000.00		650,000.00
Transfer	02/03/2010	withdrawal		Funds Transfer			10300 Chase - PePe Bus, LLC	500,000.00		1,150,000.00
Transfer	02/24/2010	withdrawal		Withdrawal			10300 Chase - PePe Bus, LLC	600,000.00		1,750,000.00
Check	01/13/2011	Wire	Bld Management CTA				10100 Chase - GSW Direct	85,000.00		1,835,000.00
Check	01/13/2011	Wire	Bld Management CTA				10100 Chase - GSW Direct	100,000.00		1,935,000.00
Check	01/24/2011		Bld Management CTA				10100 Chase - GSW Direct	75,000.00		2,010,000.00
Check	01/28/2011	Wires	Bld Management CTA				10100 Chase - GSW Direct	95,000.00		2,095,000.00
Check	02/23/2011	Wire TRX	Bld Management CTA				10100 Chase - GSW Direct	95,000.00		2,190,000.00
Check	02/23/2011		Bld Management CTA	L BK LA/122016066 A/C: BLVD MANA			10100 Chase - GSW Direct	75,000.00		2,265,000.00
Check	03/09/2011	Wire	Bld Management CTA	Reimbursement to JF for Chicago Title Check deposited to company account			10100 Chase - GSW Direct	84,103.56		2,349,103.56
Check	05/02/2011		Bld Management CTA	L BK LA/122016066 A/C: BLVD MANA			10100 Chase - GSW Direct	95,000.00		2,444,103.56
General Journal	04/18/2012	Transfer		Transfer			10000 National Bank - GSW Direct		100,000.00	2,344,103.56
								2,444,103.56	100,000.00	2,344,103.56
								2,444,103.56	100,000.00	2,344,103.56

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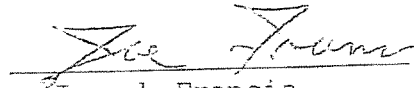
EXHIBIT B

DECLARATION OF JOSEPH FRANCIS

Assignment

For good and valuable consideration, the sufficiency of which is hereby acknowledged, Pepe Bus, LLC hereby assigns, without recourse, to GGW Brands, Inc. all right, title and interest of Pepe Bus, LLC in and to funds on deposit in the Boulevard Management Client Trust Account.

Dated: June 12, 2011



Joseph Francis
Manager

CERTIFICATE OF SERVICE

1. On August ¹⁴23, 2013 I served the following document:

DECLARATION OF JOSEPH FRANCIS IN SUPPORT GGW GLOBAL BRANDS,
INC. SUPPLEMTNAL OPPOSITION TO MOTION FOR ORDER APPROVING
STIPULATION REGARDING RESOLUTION OF REMOVED ACTION

2. I served the above-named document by the following means to the persons listed
below:

X ECF System (You must attach the "Notice of Electronic Filing")

X United States mail, postage fully prepaid

Mitchell J. Langberg, Esq.
Brownstein Hyatt Farber Schreck LLP
100 North City Parkway, Suite 1600
Las Vegas, NV 89106

Malhar S. Pagay, Esq.
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Blvd., 13th Floor
Los Angeles, CA 90067

Robert M. Yaspan, Esq.
21700 Oxnard St., Ste. 1750
Woodland Hills, California

David R. Grundy, Esq.
LEMONS, GRUNDY & EISENBERG
6005 Plumas Street, Third Floor
Reno, Nevada 89509

Andre M. Lagomarsino, Esq.
PARKER SCHEER LAGOMARSINO LLP
9555 South Eastern Avenue, Suite 210
Las Vegas, NV 89123

David M. Stern, Esq.
KLEE TUCHIN BOGDANOFF & STERN LLP
1999 Avenue of the Stars, Thirty-Ninth Floor
Los Angeles, CA 89123

1 I declare under penalty of perjury the foregoing is correct and true.

2 August 23, 2013

3 /s/ Kenneth E. Lyon III

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